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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Old Carco LLC
(f/k/a Chrysler LLC), *et al.*,

Debtors.

Chapter 11

Case No. 09-50002-(SMB)
(Jointly Administered)

**STATEMENT OF ISSUES ON APPEAL AND DESIGNATION
OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Pursuant to Federal Rule of Bankruptcy Procedure 8009, Appellants Frankie Overton, as Executor of the Estate of Sue Ann Graham, and Scott Graham, as legal guardian of J.G. a minor child, by and through their undersigned counsel, respectfully submit to the United States District Court for the Southern District of New York this statement of issues to be presented on appeal and designation of items to be included in the record on appeal regarding the Notice of Appeal, dated

November 27, 2018 [Docket No. 8536] from the *Order, Pursuant to Section 350 of the Bankruptcy Code, Bankruptcy Rule 5010 and Local Bankruptcy Rule 5010-1, Reopening the Chapter 11 Case of Old Carco LLC for the Limited Purpose of Considering FCA US LLC's Motion to Enforce the Sales Order*, dated June 25, 2018 [Docket No. 8531] and the *Order Granting in Part and Denying in Part FCA US LLC's Motion to Enforce the Sale Order*, dated November 14, 2018 [Docket No. 8535].

I. STATEMENT OF ISSUES PRESENTED

1) Did the Bankruptcy Court err in holding that Plaintiff Overton's Alabama wrongful death claims against FCA US LLC f/k/a Chrysler Group LLC ("New Chrysler") are barred by the Sale Order and the related agreements, including the Master Transaction Agreement, dated April 30, 2009 (the "MTA"), Amendment No. 4 to the MTA and the order approving Amendment No. 4 (collectively, the "Sale Documents")?

2) Did the Bankruptcy Court err in holding that the punitive damages exclusion of the MTA and Amendment no. 4 was not intended to be limited to traditional punitive or exemplary damages (i.e., based on egregious or wanton conduct) but was also intended to exclude all liability for wrongful death claims in Alabama (including based on negligent conduct)?

3) Did the Bankruptcy Court err in holding that the wholesale exclusion of New Chrysler's liability for wrongful death in Alabama under the MTA and Amendment No. 4 would not lead to an absurd, unfair or otherwise anomalous result?

4) Did the Bankruptcy Court err in holding that the exclusion of New Chrysler's liability for wrongful death in Alabama under the MTA and Amendment No. 4 was not invalid, illegal or incapable of being enforced by any rule of Law, or public policy?

5) Did the Bankruptcy Court err in holding that the Sale Documents were not patently or latently ambiguous?

6) Did the Bankruptcy Court err in deciding matters of Alabama law and public policy instead of deferring to the Alabama courts on such issues?

7) Did the Bankruptcy Court err in its enforcement of the Sale Documents?

II. DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD

The Appellants designate the following items for inclusion in the record on this appeal (including any exhibits, annexes, and/or attachments thereto):

Designation No.	Date of Filing	Docket No. ¹	Description
1	03/12/2018	8508	Motion of FCA US LLC, Pursuant to Section 350 of the Bankruptcy Code, Bankruptcy Rule 5010 and Local Bankruptcy Rule 5010-1, to Reopen the Chapter 11 Case of Old Carco LLC for the Limited purposes of (I) Considering FCA US LLC's Motion to Enforce the Sale Order and (II) Adjudicating the Transferred Litigation
2	03/12/2018	8509	Notice of Hearing on FCA LLC's Motion to Reopen
3	03/12/2018	8510	FCA US LLC's Motion to Enforce the Court's Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of all Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and Related Procedures and (III) Granting Related Relief
4	03/12/2018	8511	Notice of Hearing on FCA LLC's Motion to Enforce
5	03/12/2018	8512	Declaration of Brian D. Glueckstein in Support of FCA US LLC's Motion to Enforce the Sale Order
6	03/13/2018	8513	Certificate of Service
7	03/22/2018	8514	Motion for Admission to Practice, <i>Pro Hac Vice</i>
8	03/22/2018	8515	Motion for Admission to Practice, <i>Pro Hac Vice</i>
9	03/23/2018	8516	Order Granting Admission to Practice, <i>Pro Hac Vice</i>
10	03/23/2018	8517	Order Granting Admission to Practice, <i>Pro Hac Vice</i>
11	03/23/2018	8518	Order Pursuant to Section 350 of the Bankruptcy Code Reopening the Chapter 11 Case of Old Carco LLC for

¹ All entries refer to the Case No. 09-50002 (Bankr. S.D.N.Y.).

			the Limited Purpose of Permitting Adjudication of Transferred Litigation
12	03/29/2018	8520	Memorandum Endorsed Order Denying Plaintiffs' Request for Extension of Time to Respond to FCA UC LLC's Motions
13	04/03/2018	8521	Stipulation and Order Regarding Briefing Schedule
14	05/04/2018	8523	Plaintiffs' Opposition to FCA US LLC's Motion to Enforce the Court's Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of all Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and Related Procedures and (III) Granting Related Relief
15	05/04/2018	8524	Plaintiffs' Opposition to FCA US LLC's Motion, Pursuant to Section 350 of the Bankruptcy Code, Bankruptcy Rule 5010 and Local Bankruptcy Rule 5010-1, to Reopen the Chapter 11 Case of Old Carco LLC for the Limited Purpose of Considering FCA US. LLC's Motion to Enforce the Sale Order
16	05/18/2018	8525	FCA US LLC's Reply in Support of its Motion Pursuant to Section 350 of the Bankruptcy Code, Bankruptcy Rule 5010 and Local Bankruptcy Rule 5010-1, to Reopen the Chapter 11 Case of Old Carco LLC for the limited purpose of considering FCA US LLC's Motion to Enforce the Sale Order
17	05/18/2018	8526	FCA US LLC's Reply in Support of its Motion to Enforce the Court's Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of all Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and Related Procedures and (III) Granting Related Relief
18	05/18/2018	8527	FCA US LLC's Motion to Strike the Affidavit of Retired Justice R. Barnard Harwood
19	05/18/2018	8528	Notice of Hearing on FCA US LLC's Motion to Strike
20	05/31/2018	8529	Plaintiffs Opposition to FCA US LLC's Motion to Strike the Affidavit of Retired Justice R. Bernard Harwood
21	06/04/2018	8530	FCA US LLC's Reply in Support of its Motion to Strike the affidavit of Retired Justice R. Barnard Harwood
22	06/21/2018		Email to Judge Bernstein following the Court's inquiry at the June 7, 2018 hearing concerning section 726(a)(4) of the Bankruptcy Code

23	06/25/2018	8531	Order, Pursuant to Section 350 of the Bankruptcy Code, Bankruptcy Rule 5010 and Local Bankruptcy Rule 5010-1, Reopening the Chapter 11 Case of Old Carco LLC for the Limited Purpose of Considering FCA US LLC's Motion to Enforce the Sale Order
24	06/25/2018	8532	Order Regarding the Affidavit of Retired Justice R. Barnard Harwood
25	06/25/2018	8533	Transcript regarding Hearing Held on 06/07/2018
26	11/01/2018	8534	Memorandum Decision Granting in Part and Denying In Part FCA US LLC's Motion to Enforce the Sale Order
27	11/14/2018	8535	Order Granting in Part and Denying in Part FCA US LLC's Motion to Enforce the Sale Order
28	11/27/2018	3536	Notice of Appeal
29	11/28/2018	3537	Certificate of Service of Notice of Appeal

DATED: New York, New York
December 11, 2018

Respectfully submitted,

/s/ J. Parker Miller

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